

Exhibit 29

.7093270

5 1/4% Conv. Sub. Notes due 08

**Schedule of Fees for Services as
REQUIRED****For
REQUIRED*****Initial Fees***

01010 **Acceptance Fee** \$5,000.00
The acceptance fee includes the administrative review of documents, initial set-up of the account, and other reasonably required services up to and including the closing. This is a one-time fee, payable at closing.

16156 **Legal Expenses** \$3,000.00
Includes fees and expenses of legal counsel as well as the rendering of a standard legal opinion if required.

Administration Fees Billed Annually

04280 **Administration** \$6,000.00
Annual administration fee for performance of the routine duties associated with the management of the account. Administration fees are payable in advance.

Direct Out of Pocket Expenses

Reimbursement of expenses associated with the performance of our duties, including but not limited to publications, legal counsel after the initial close, travel expenses and filing fees. **At Cost**

Extraordinary Services

Extraordinary services are duties or responsibilities of an unusual nature, including termination, but not provided for in the governing documents or otherwise set forth in this schedule. A reasonable charge will be assessed based on the nature of the service and the responsibility involved. At our option, these charges will be billed at a flat fee or at our hourly rate then in effect.

Account approval is subject to review and qualification. Fees are subject to change at our discretion and upon written notice. Fees paid in advance will not be prorated. The fees set forth above and any subsequent modifications thereof are part of your agreement. Finalization of the transaction constitutes agreement to the above fee schedule, including agreement to any subsequent changes upon proper written notice. In the event your transaction is not finalized, any related out-of-pocket expenses will be billed to you directly. Absent your written instructions to sweep or otherwise invest, all sums in your account will remain uninvested and no accrued interest or other compensation will be credited to the account. Payment of fees constitutes acceptance of the terms and conditions set forth.

Dated: October 16, 2001

77146400

791083

Corporate Trust Services
100 Wall Street – Suite 1600
New York, NY 10005
October 14, 2003

Mr. Steve Workman
Chief Financial Officer
Finisar Corporation
1308 Moffett Park Drive
Sunnyvale, CA 94089-1133

RE: FINISAR CORPORATION
\$150,000,000
CONVERTIBLE SUBORDINATED NOTES
2 ½ % DUE 2010

Dear Mr. Workman:

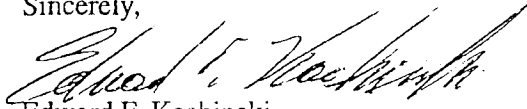
Thank you for the upcoming appointment as Trustee, Paying Agent and Registrar for the referenced financing.

Further to our conversation, I have enclosed a schedule of fees for our services. I would appreciate your executing and returning to me one of the enclosed counterparts as confirmation of our fees. We reserve the right to amend our fees following the review of final documents and responsibilities.

U.S. Bank is a major provider of trust services for issuers all over the world. We are currently Trustee for over 60,000 issues with aggregate bonds outstanding in excess of \$1.3 trillion. U.S. Bank has one of the largest corporate trust portfolios in the country, with offices in twenty-six U.S. cities. Notably, we completed the acquisition of the corporate trust business of State Street Bank on December 31, 2002. U.S. Bancorp's balance sheet reflects \$195 billion in assets and is currently ranked as the eighth largest bank holding company in the United States. U.S. Bank's long-term credit rating is currently Aa2, AA-, AA- from Moody's Investor Service, Standard & Poor's and Fitch, respectively.

If you should have any questions, please feel free to call me at (212) 361-2548. We look forward to working with you on this opportunity and expanding the U.S. Bank relationship with Finisar Corporation, Inc.

Sincerely,


Edward F. Kachinski
Senior Vice President

Enclosure(s)

U.S. BANK TRUST NATIONAL ASSOCIATION

**Schedule of Fees
for**

Services as

Trustee, Registrar and Paying Agent

for

Finisar Corporation

\$150,000,000

Convertible Subordinated Notes

2 ½% Due 2010

Initial Acceptance Fee:

\$5,000.00

A one-time charge covering review of documents, set-up of accounts and liaison with underwriter, issuer, attorneys and Depository Trust Company.

Annual Administration Fee:

\$6,000.00

Covers normal ongoing duties of the Trustee as prescribed in the Trust Indenture. (Payable annually in advance and not subject to pro-ration.)

Miscellaneous Services:

Exchange Agent Services (if required) . . .

\$2,000.00

(Includes services related to one exchange of bonds (private/public.)

Fee per Put/Conversion . . .

\$20.00

Out-of-Pocket:

AT COST

Includes all related expenses, including but not limited to: postage, counsel fees and their disbursements, will be billed at cost. Indirect out-of-pocket expenses will be billed at 3% of the annual administration fee.

Final account acceptance is subject to review of documents. Fees are based on our understanding of the transaction and are subject to revision if the structure is changed. In the event that this transaction does not close, any related out-of-pocket expenses we incur will be billed to Finisar Corporation at cost.

Finisar Corporation
Schedule of Fees
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ACKNOWLEDGEMENT

Please sign below to acknowledge our agreement that all fees concerning the various duties of U.S. Bank National Association, listed above, will be governed by this schedule.

FINISAR CORPORATION

By: _____

Title: _____

Date: _____

DATED: October 14, 2003

October 3, 2006

U.S. Bank National Association
Corporate Trust Services
100 Wall Street, 16th floor
New York, NY 10005

Barbara A. Nastro
Vice President, Business Development
Tel: (212) 361-2525
barbara.nastro@usbank.com

Mr. Stephen K. Workman
Senior Vice President, Finance,
Chief Financial Officer & Secretary
Finisar Corporation
1389 Moffett Park Dr.
Sunnyvale, California 94089

**RE: FINISAR CORPORATION
2.50% CONVERTIBLE SENIOR SUBORDINATED NOTES DUE 2010**

Dear Mr. Workman:

Thank you for the appointment to act as Trustee, Registrar, Paying Agent and Conversion Agent for the referenced financing. Please find enclosed a schedule of fees for our services and related information. We reserve the right to amend our fee schedule or participation following our review of final documents and responsibilities. I would appreciate your executing and returning to me one of the enclosed counterparts as confirmation of our fees.

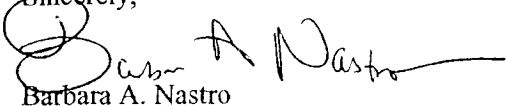
U.S. Bank is one of the largest corporate trust providers in the United States with offices in forty-six U.S. cities. Notably, we have acquired the corporate and municipal bond trustee businesses of SunTrust Banks, Inc., effective September 29, 2006. U.S. Bank's long-term rating is currently Aa1, AA, AA from Moody's Investors Service, Standard & Poor's Corporation and Fitch, respectively. U.S. Bank's balance sheet reflects \$213 billion in assets and is currently ranked as the sixth-largest bank holding company in the United States.

Bear in mind that U.S. Bank offers:

- Trustee services for over 77,000 issues with aggregate bonds outstanding in excess of \$1.8 trillion
- Delaware office qualifying U.S. Bank as a Delaware Owner Trustee
- internet access to complete account information including asset positions, account balances, trade settlement activity and historical transaction data

Please feel free to call me at (212) 361-2525 if you should have any questions. We look forward to working with you on this transaction.

Sincerely,


Barbara A. Nastro
Vice President

Enclosure(s)

U.S. BANK TRUST NATIONAL ASSOCIATION
Schedule of Fees as
Trustee, Registrar, Paying Agent and Conversion Agent
for
Finisar Corporation
2.50% Senior Convertible Senior Subordinated Notes due 2010

Initial Acceptance Fee:

\$2,500.00

The acceptance fee includes the review and execution of the documents related to the transaction and initial establishment of the account. Payable at the closing.

Annual Administrative Fee:

\$7,500.00

Annual account administration fee covers the routine duties of trustee, registrar, paying agent and conversion agent associated with the administration of the account. Administration fees are payable in advance and not subject to proration.

Miscellaneous Services:

\$35.00

Fee per Investment of Funds . . .

The above fee will be waived for funds deposited in our money market sweep vehicles that are rated Aaa, AAAm by Moody's Investors Service and Standard and Poor's Corporation, respectively.

Out-of-Pocket Expenses:

AT COST

Includes all related expenses, including but not limited to: travel, postage, counsel fees and their out-of-pocket expenses.

Extraordinary Services

Extraordinary services are duties or responsibilities of an unusual nature, including termination, but not provided for in the governing documents or otherwise set forth in this schedule. A reasonable charge will be assessed based on the nature of the service and the responsibility involved. At our option, these charges will be billed at a flat fee or at our hourly rate then in effect.

Account approval is subject to review and qualification. Fees are subject to change at our discretion and upon written notice. Fees paid in advance will not be prorated. The fees set forth above and any subsequent modifications thereof are part of your agreement. Finalization of the transaction constitutes agreement to the above fee schedule, including agreement to any subsequent changes upon proper written notice. In the event your transaction is not finalized, any related out-of-pocket expenses will be billed to Finisar Corporation directly. Absent your written instructions to sweep or otherwise invest, all sums in your account will remain uninvested and no accrued interest or other compensation will be credited to the account. Payment of fees constitutes acceptance of the terms and conditions set forth.

To help the government fight the funding of terrorism and money laundering activities, Federal law requires all financial institutions to obtain, verify, and record information that identifies each person who opens an account. For a non-individual person such as a business entity, a charity, a Trust, or other legal entity, we ask for documentation to verify its formation and existence as a legal entity. We may also ask to see financial statements, licenses, identification and authorization documents from individuals claiming authority to represent the entity or other relevant documentation.

Finisar Corporation

Schedule of Fees

Page 2

ACKNOWLEDGEMENT

Please sign below to acknowledge our agreement that all fees concerning the various duties of U.S. Bank National Association, listed above, will be governed by this schedule.

By:

S. K. Workman

Title:

CFO

Date:

OCT 5, 2006

DATED: October 3, 2006